

This listing of claims will replace all prior versions, and listings, of claims in the application:

LISTING OF CLAIMS:

1. (Currently Amended) A compound of Formula I:



or a pharmaceutically acceptable salt thereof, wherein

D is $-\text{NH}-\text{C}(\text{O})-\text{NH}-$,

A is a substituted moiety of up to 40 carbon atoms of the formula: $-\text{L}-(\text{M}-\text{L}^1)_q$, where L is substituted or unsubstituted phenyl ~~a 5 or 6 membered cyclic structure~~ bound directly to D, L¹ is phenyl or a 5 to 6 membered hetaryl moiety, wherein said hetaryl moiety comprises heteroatoms consisting of nitrogen ~~comprises a substituted cyclic moiety having at least 5 members, M is oxygen a bridging group having at least one atom, q is 1 an integer of from 1-3; and each cyclic structure of L and L¹ contains 0-4 members of the group consisting of nitrogen, oxygen and sulfur, and~~

B is a substituted or unsubstituted pyridyl group, a substituted or unsubstituted quinolinyl group or a substituted or unsubstituted isoquinolinyl group,

wherein L¹ is substituted by at least one substituent selected from the group consisting of $-\text{SO}_2\text{R}_x$, $-\text{C}(\text{O})\text{R}_x$ and $-\text{C}(\text{NR}_y)\text{R}_z$,

R_y is hydrogen or a carbon based moiety of up to 24 carbon atoms optionally containing heteroatoms selected from N, S and O and optionally halosubstituted, up to per halo,

R_z is hydrogen or a carbon based moiety of up to 30 carbon atoms optionally containing heteroatoms selected from N, S and O and optionally substituted by halogen or hydroxy;

R_x is R_z or NR_aR_b where R_a and R_b are

a) independently hydrogen,

a carbon based moiety of up to 30 carbon atoms optionally containing heteroatoms selected from N, S and O and optionally substituted by halogen or hydroxy, or

~~$OSi(R_f)_3$ where R_f is hydrogen or a carbon based moiety of up to 24 carbon atoms optionally containing heteroatoms selected from N, S and O and optionally substituted by halogen, hydroxy or both; or~~

~~b) R_a and R_b together form a 5-7 member heterocyclic structure of 1-3 heteroatoms selected from N, S and O, or a substituted 5-7 member heterocyclic structure of 1-3 heteroatoms selected from N, S and O substituted by halogen, hydroxy or carbon based substituents of up to 24 carbon atoms, which optionally contain heteroatoms selected from N, S and O and are optionally substituted by halogen; or~~

~~c) one of R_a or R_b is $C(O)$, a C_1-C_5 divalent alkylene group or a substituted C_1-C_5 divalent alkylene group bound to the moiety L to form a cyclic structure with at least 5 members, wherein the substituents of the substituted C_1-C_5 divalent alkylene group are selected from the group consisting of halogen, hydroxy, and carbon based substituents of up to 24 carbon atoms, which optionally contain heteroatoms selected from N, S and O and are optionally substituted by halogen;~~

where B is substituted, L is substituted or L¹ is additionally substituted, the substituents are selected from the group consisting of halogen, up to per-halo, and W_n, where n is 0-3;

wherein each W is independently selected from the group consisting of -CN, -CO₂R⁷, -C(O)NR⁷R⁷, -C(O)-R⁷, -NO₂, -OR⁷, -SR⁷, -NR⁷R⁷, -NR⁷C(O)OR⁷, -NR⁷C(O)R⁷, -Q-Ar, and carbon based moieties of up to 24 carbon atoms, optionally containing heteroatoms selected from N, S and O and optionally substituted by one or more substituents independently selected from the group consisting of -CN, -CO₂R⁷, -C(O)R⁷, -C(O)NR⁷R⁷, -OR⁷, -SR⁷, -NR⁷R⁷, -NO₂, -NR⁷C(O)R⁷, -NR⁷C(O)OR⁷ and halogen up to per-halo; with each R⁷ independently selected from H or a carbon based moiety of up to 24 carbon atoms, optionally containing heteroatoms selected from N, S and O and optionally substituted by halogen,

wherein Q is a single bond -O-, -S-, -N(R⁷)-, -(CH₂)_m-, -C(O)-, -CH(OH)-, -(CH₂)_mO-, -(CH₂)_mS-, -(CH₂)_mN(R⁷)-, -O(CH₂)_m- CHX^a-, -CX^a₂-, -S-(CH₂)_m- and or -N(R⁷)(CH₂)_m-, wherein m=1-3, and X^a is halogen; and

Ar is a 5- or 6-member aromatic structure containing 0-2 members selected from the group consisting of nitrogen, oxygen and sulfur, which is optionally substituted by halogen, up to per-halo, and optionally substituted by Z_{n1}, wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of -CN, -CO₂R⁷, -C(O)R⁷, -C(O)NR⁷R⁷, -NO₂, -OR⁷, -SR⁷ -NR⁷R⁷, -NR⁷C(O)OR⁷, -NR⁷C(O)R⁷, and a carbon based moiety of up to 24 carbon atoms, optionally containing heteroatoms selected from N, S and O and optionally substituted by one or more substituents selected from the group consisting of -CN, -CO₂R⁷, -COR⁷, -C(O)NR⁷R⁷, -OR⁷, -SR⁷, -NO₂, -NR⁷R⁷, -NR⁷C(O)R⁷, and -NR⁷C(O)OR⁷, with R⁷ independently selected from H or a carbon based moiety of up to 24 carbon atoms, optionally containing heteroatoms selected from N, S and O and optionally substituted by halogen.

2. (Currently amended) A compound as in claim 1 wherein:

R_y is hydrogen, C_{1-10} alkyl, C_{1-10} alkoxy, C_{3-10} cycloalkyl having 0-3 heteroatoms, C_{2-10} alkenyl, C_{1-10} alkenoyl, C_{6-12} aryl, C_{3-12} hetaryl having 1-3 heteroatoms selected from N, S and O, C_{7-24} aralkyl, C_{7-24} alkaryl, substituted C_{1-10} alkyl, substituted C_{1-10} alkoxy, substituted C_{3-10} cycloalkyl having 0-3 heteroatoms selected from N, S and O, substituted C_{6-14} aryl, substituted C_{3-12} hetaryl having 1-3 heteroatoms selected from N, S and O, substituted C_{7-24} alkaryl or substituted C_{7-24} aralkyl, where R_y is a substituted group, it is substituted by halogen up to per halo,

R_z is hydrogen, C_{1-10} alkyl, C_{1-10} alkoxy, C_{3-10} cycloalkyl having 0-3 heteroatom, C_{2-10} alkenyl, C_{1-10} alkenoyl, C_{6-12} aryl, C_{3-12} hetaryl having 1-3 heteroatoms selected from S, N and O, C_{7-24} alkaryl, C_{7-24} aralkyl, substituted C_{1-10} alkyl, substituted C_{1-10} alkoxy, substituted C_{6-14} aryl, substituted C_{3-10} cycloalkyl having 0-3 heteroatoms selected from S, N and O, substituted C_{3-12} hetaryl having 1-3 heteroatoms selected from S, N and O, substituted C_{7-24} alkaryl or substituted C_{7-24} aralkyl where R_z is a substituted group, it is substituted by halogen up to per halo, hydroxy, C_{1-10} alkyl, C_{3-12} cycloalkyl having 0-3 heteroatoms selected from O, S and N, C_{3-12} hetaryl having 1-3 heteroatoms selected from N, S and O, C_{1-10} alkoxy, C_{6-12} aryl, C_{1-6} halo substituted alkyl up to per halo alkyl, C_{6-12} halo substituted aryl up to per halo aryl, C_{3-12} halo substituted cycloalkyl up to per halo cycloalkyl having 0-3 heteroatoms selected from N, S and O, halo substituted C_{3-12} hetaryl having 1-3 heteroatoms selected from O, N and S, halo substituted C_{7-24} aralkyl up to per halo aralkyl, halo substituted C_{7-24} alkaryl up to per halo alkaryl, and $-C(O)R_g$,

R_a and R_b are,

a) independently hydrogen,

a carbon based moiety selected from the group consisting of C₁-C₁₀ alkyl, C₁-C₁₀ alkoxy, C₃₋₁₀ cycloalkyl, C₂₋₁₀ alkenyl, C₁₋₁₀ alkenoyl, C₆₋₁₂ aryl, C₃₋₁₂ hetaryl having 1-3 heteroatoms selected from O, N and S, C₃₋₁₂ cycloalkyl having 0-3 heteroatoms selected from N, S and O, C₇₋₂₄ aralkyl, C₇₋₂₄ alkaryl, substituted C₁₋₁₀ alkyl, substituted C₁₋₁₀ alkoxy, substituted C₃₋₁₀ cycloalkyl, having 0-3 heteroatoms selected from N, S and O, substituted C₆₋₁₂ aryl, substituted C₃₋₁₂ hetaryl having 1-3 heteroatoms selected from N[[.]], S and O, substituted C₇₋₂₄ aralkyl, substituted C₇₋₂₄ alkaryl, where R_a and R_b are a substituted group, they are substituted by halogen up to per halo, hydroxy, C₁₋₁₀ alkyl, C₃₋₁₂ cycloalkyl having 0-3 heteroatoms selected from O, S and N, C₃₋₁₂ hetaryl having 1-3 heteroatoms selected from N, S and O, C₁₋₁₀ alkoxy, C₆₋₁₂ aryl, C₁₋₆ halo substituted alkyl up to per halo alkyl, C₆₋₁₂ halo substituted aryl up to per halo aryl, C₃₋₁₂ halo substituted cycloalkyl having 0-3 heteroatoms selected from N, S and O, up to per halo cycloalkyl, halo substituted C₃₋₁₂ hetaryl up to per halo hetaryl, halo substituted C₇₋₂₄ aralkyl up to per halo aralkyl, halo substituted C₇₋₂₄ alkaryl up to per halo alkaryl, or -C(O)R_g; or

~~-OSi(R_f)₃ where R_f is hydrogen, C₁₋₁₀ alkyl, C₁₋₁₀ alkyl, C₁₋₁₀ alkoxy, C₃₋₁₀ cycloalkyl having 0-3 heteroatoms selected from O, S and N, C₆₋₁₂ aryl, C₃₋₁₂ hetaryl having 1-3 heteroatoms selected from O, S and N, C₇₋₂₄ aralkyl, substituted C₁₋₁₀ alkyl, substituted C₁₋₁₀ alkoxy, substituted C₃₋₁₂ cycloalkyl having 0-3 heteroatoms selected from O, S and N, substituted C₃₋₁₂ hetaryl having 1-3 heteroatoms selected from O, S, and N, substituted C₆₋₁₂ aryl, and substituted C₇₋₂₄ alkaryl, where R_f is a substituted group it is substituted halogen up to per halo, hydroxy, C₁₋₁₀ alkyl, C₃₋₁₂ cycloalkyl having 0-3 heteroatoms selected from O, S and N, C₃₋₁₂ hetaryl having 1-3 heteroatoms selected from N, S and O, C₁₋₁₀ alkoxy, C₆₋₁₂ aryl, C₇₋₂₄ alkaryl, C₇₋₂₄ aralkyl, C₁₋₆ halo substituted alkyl up to per halo alkyl, C₆₋₁₂ halo substituted aryl up to per halo aryl, C₃₋₁₂ halo substituted cycloalkyl~~

~~having 0-3 heteroatoms selected from N, S and O, up to per halo-cycloalkyl, halo-substituted C₃-C₁₂-hetaryl up to per halo-hetaryl, halo-substituted C₇-C₂₄-aralkyl up to per halo-aralkyl, halo-substituted C₇-C₂₄-alkaryl up to per halo-alkaryl, or C(O)R_g;~~

~~or~~

~~b) — R_a and R_b together from a 5-7 member heterocyclic structure of 1-3 heteroatoms selected from N, S and O, or a substituted 5-7 member heterocyclic structure of 1-3 heteroatoms selected from N, S and O with substituents selected from the group consisting of halogen up to per halo, hydroxy, C₁₋₁₀-alkyl, C₃₋₁₂-cycloalkyl having 0-3 heteroatoms selected from O, S and N, C₃₋₁₂-hetaryl having 1-3 heteroatoms selected from N, S and O, C₁₋₁₀-alkoxy, C₆₋₁₂-aryl, C₇-C₂₄-alkaryl, C₇-C₂₄-aralkyl, halo-substituted C₁₋₆-alkyl up to per halo-alkyl, halo-substituted C₆-C₁₂-aryl up to per halo-aryl, halo-substituted C₃-C₁₂-cycloalkyl having 0-3 heteroatoms selected from N, S and O, up to per halo-cycloalkyl, halo-substituted C₃-C₁₂-hetaryl up to per halo-hetaryl, halo-substituted C₇-C₁₂-aralkyl up to per halo-aralkyl, halo-substituted C₇-C₂₄-alkaryl up to per halo-alkaryl, or C(O)R_g;~~

~~or~~

~~e) — one of R_a or R_b is C(O), a C₁-C₅-divalent alkylene group or a substituted C₁-C₅-divalent alkylene group bound to the moiety L to form a cyclic structure with at least 5 members,~~

~~wherein the substituents of the substituted C₁-C₅-divalent alkylene group are selected from the group consisting of halogen, hydroxy, C₁₋₁₀-alkyl, C₃₋₁₂-cycloalkyl having 0-3 heteroatoms selected from O, S and N, C₃₋₁₂-hetaryl having 1-3 heteroatoms selected from N, S and O, C₁₋₁₀-alkoxy, C₆₋₁₂-aryl, C₇-C₂₄-alkaryl, C₇-C₂₄-aralkyl, C₁₋₆-halo-substituted-alkyl up~~

~~to per halo alkyl, C₆-C₁₂ halo substituted aryl up to per halo aryl, C₃-C₁₂ halo substituted cycloalkyl having 0-3 heteroatoms selected from N, S and O, up to per halo cycloalkyl, halo substituted C₃-C₁₂ hetaryl up to per halo heteraryl, halo substituted C₇-C₂₄ aralkyl up to per halo aralkyl, halo substituted C₇-C₂₄ alkaryl up to per halo alkaryl, and C(O)R_g,~~

~~where R_g is C₁₋₁₀ alkyl, CN, CO₂R_d, OR_d, SR_d, NO₂, C(O)R_e, NR_dR_e, NR_dC(O)OR_e and NR_dC(O)R_e, and R_d and R_e are independently selected from the group consisting of hydrogen, C₁₋₁₀ alkyl, C₁₋₁₀ alkoxy, C₃₋₁₀ cycloalkyl having 0-3 heteroatoms selected from O, N and S, C₆₋₁₂ aryl, C₃-C₁₂ hetaryl with 1-3 heteroatoms selected from O, N and S and C₇-C₂₄ aralkyl, C₇-C₂₄ alkaryl, up to per halo substituted C₁-C₁₀ alkyl, up to per halo substituted C₃-C₁₀ cycloalkyl having 0-3 heteroatoms selected from O, N and S, up to per halo substituted C₆-C₁₄ aryl, up to per halo substituted C₃-C₁₂ hetaryl having 1-3 heteroatoms selected from O, N, and S, halo substituted C₇-C₂₄ alkaryl up to per halo alkaryl, and up to per halo substituted C₇-C₂₄ aralkyl,~~

W is independently selected from the group consisting of -CN, -CO₂R⁷, -C(O)NR⁷R⁷, -C(O)-R⁷, -NO₂, -OR⁷, -SR⁷, -NR⁷R⁷, -NR⁷C(O)OR⁷, -NR⁷C(O)R⁷, C₁-C₁₀ alkyl, C₁-C₁₀ alkoxy, C₂-C₁₀ alkenyl, C₁-C₁₀ alkenoyl, C₃-C₁₀ cycloalkyl having 0-3 heteroatoms selected from O, S and N, C₆-C₁₄ aryl, C₇-C₂₄ alkaryl, C₇-C₂₄ aralkyl, C₃-C₁₂ heteroaryl having 1-3 heteroatoms selected from O, N and S, C₄-C₂₃ alkheteroaryl having 1-3 heteroatoms selected from O, N and S, substituted C₁-C₁₀ alkyl, substituted C₁-C₁₀ alkoxy, substituted C₂-C₁₀ alkenyl, substituted C₁-C₁₀ alkenoyl, substituted C₃-C₁₀ cycloalkyl having 0-3 heteroatoms selected from O, N and S, substituted C₆-C₁₂ aryl, substituted C₃-C₁₂ hetaryl having 1-3 heteroatoms selected from O, N and S, substituted C₇-C₂₄ aralkyl, substituted C₇-C₂₄ alkaryl,

substituted C₄-C₂₃ alkheteroaryl having 1-3 heteroatoms selected from O, N and S, and -Q-Ar;

each R⁷ is independently selected from H, C₁-C₁₀ alkyl, C₁-C₁₀ alkoxy, C₂-C₁₀ alkenyl, C₁-C₁₀ alkenoyl, C₃-C₁₀ cycloalkyl having 0-3 heteroatoms selected from O, S and N, C₆-C₁₄ aryl, C₃-C₁₃ hetaryl having 1-3 heteroatoms selected from O, N and S, C₇-C₁₄ alkaryl, C₇-C₂₄ aralkyl, C₄-C₂₃ alkheteroaryl having 1-3 heteroatoms selected from O, N and S, up to per-halosubstituted C₃-C₁₃ hetaryl having 1-3 heteroatoms selected from O, N and S, up to per-halosubstituted C₁-C₁₀ alkyl, up to per-halosubstituted C₃-C₁₀ cycloalkyl having 0-3 heteroatoms selected from O, N and S, up to per-halosubstituted C₆-C₁₄ aryl, up to per-halosubstituted C₇-C₂₄ aralkyl, up to per-halosubstituted C₇-C₂₄ alkaryl, and up to per-halosubstituted C₄-C₂₃ alkheteroaryl; and

each Z is independently selected from the group consisting of -CN, -CO₂R⁷, -C(O)R⁷, -C(O)NR⁷R⁷, -NO₂, -OR⁷, -SR⁷, -NR⁷R⁷, -NR⁷C(O)OR⁷, -NR⁷C(O)R⁷, C₁-C₁₀ alkyl, C₁-C₁₀ alkoxy, C₂-C₁₀ alkenyl, C₁-C₁₀ alkenoyl, C₃-C₁₀ cycloalkyl having 0-3 heteroatoms selected from O, N and S, C₆-C₁₄ aryl, C₃-C₁₃ hetaryl having 1-3 heteroatoms selected from O, N and S, C₇-C₂₄ alkaryl, C₇-C₂₄ aralkyl, C₄-C₂₃ alkheteroaryl having 1-3 heteroatoms selected from O, N and S, substituted C₁-C₁₀ alkyl, substituted C₁-C₁₀ alkoxy, substituted C₂-C₁₀ alkenyl, substituted C₁-C₁₀ alkenoyl, substituted C₃-C₁₀ cycloalkyl having 0-3 heteroatoms selected from O, N and S, substituted C₆-C₁₂ aryl, substituted C₇-C₂₄ alkaryl, substituted C₇-C₂₄ aralkyl and substituted C₄-C₂₃ alkheteroaryl having 1-3 heteroatoms selected from O, N and S; wherein if Z is a substituted group, the one or more substituents are selected from the group consisting of -CN, -CO₂R⁷, -COR⁷, -C(O)NR⁷R⁷, -OR⁷, -SR⁷, -NO₂, -NR⁷R⁷, -NR⁷C(O)R⁷, and -NR⁷C(O)OR⁷.

3. (Currently Amended) A compound as in claim 1 wherein ~~L is phenyl M is O and L'~~ is phenyl or pyridinyl.
4. (Previously Presented) A compound as in claim 1 wherein the cyclic structures of B and L bound directly to D are substituted in the ortho position by Hydrogen.
5. (Previously Presented) A compound of claim 1 wherein B of Formula I is a substituted pyridyl, substituted quinolinyl or substituted isoquinolinyl group substituted 1 to 3 times by 1 or more substituents selected from the group consisting of -CN, halogen, C₁-C₁₀ alkyl, C₁-C₁₀ alkoxy, -OH, up to per halo substituted C₁-C₁₀ alkyl, up to per halo substituted C₁-C₁₀ alkoxy or phenyl substituted by halogen up to per halo.
6. (canceled)
7. (canceled)
8. (canceled)
9. (Currently Amended) A compound of claim 1, wherein ~~said substituted cyclic moiety~~ L¹ is phenyl, pyridinyl or pyrimidinyl.
10. (Currently Amended) A compound of claim 7, wherein ~~said substituted cyclic moiety~~ L¹ is phenyl, pyridinyl or pyrimidinyl.
11. (canceled)

12. (Original) A compound of claim 1 wherein L^1 is additionally substituted 1 to 3 times by one or more substituents selected from the group consisting of C_1 - C_{10} alkyl, up to per halo substituted C_1 - C_{10} alkyl, -CN, -OH, halogen, C_1 - C_{10} alkoxy and up to per halo substituted C_1 - C_{10} alkoxy.

13. (canceled)

14. (Original) A compound of claim 10 wherein L^1 is additionally substituted 1 to 3 times by one or more substituents selected from the group consisting of C_1 - C_{10} alkyl, up to per halo substituted C_1 - C_{10} alkyl, -CN, -OH, halogen, C_1 - C_{10} alkoxy and up to per halo substituted C_1 - C_{10} alkoxy.

15. (Previously Presented) A compound of claim 1 wherein L^1 is substituted only by -C(O) R_x .

16. (Currently Amended) A compound of claim 1 wherein L^1 is substituted by -C(O) R_x or -SO₂ R_x , wherein R_x is NR_aR_b and R_a and R_b are independently hydrogen or C_1 - C_{10} alkyl.

17. (Currently Amended) A compound of claim 7 3 wherein L^1 is substituted by -C(O) R_x , wherein R_x is NR_aR_b and R_a and R_b are independently hydrogen or C_1 - C_{10} alkyl.

18. (Previously Presented) A compound of claim 10 wherein L^1 is substituted by -C(O) R_x , wherein R_x is NR_aR_b and R_a and R_a are independently hydrogen or C_1 - C_{10} alkyl.

19. (Canceled)

20. (Currently Amended) A compound of Formula I:



or a pharmaceutically acceptable salt thereof, wherein

D is $-\text{NH}-\text{C}(\text{O})-\text{NH}-$,

A is of the formula: $-\text{L}-(\text{M}-\text{L}^1)_q$, where L is a substituted or unsubstituted phenyl, pyridinyl or pyrimidinyl moiety bound directly to D, L^1 comprises a substituted phenyl, pyridinyl or pyrimidinyl moiety, M is oxygen ~~a bridging group having at least one atom~~, q is 1 ~~an integer of from 1-3~~; and

B is a substituted pyridyl, substituted quinolinyl, substituted isoquinolinyl, unsubstituted pyridyl, unsubstituted quinolinyl or unsubstituted isoquinolinyl group,

wherein L^1 is substituted by $-\text{C}(\text{O})\text{R}_x$,

~~R_x is hydrogen or a carbon based moiety of up to 30 carbon atoms optionally containing heteroatoms selected from N, S and O and optionally substituted by halogen, hydroxy and carbon based substituents of up to 24 carbon atoms, which optionally contain heteroatoms selected from N, S and O and are optionally substituted by halogen;~~

R_x is ~~R_x~~ or NR_aR_b where R_a and R_b are

a) independently hydrogen,

a carbon based moiety of up to 30 carbon atoms optionally containing heteroatoms selected from N, S and O and optionally substituted by halogen, hydroxy and carbon based substituents of up to 24 carbon atoms, which optionally contain heteroatoms selected from N, S and O and are optionally substituted by halogen, or

~~$-\text{OSi}(\text{R}_f)_3$ where R_f is hydrogen or a carbon based moiety of up to 24 carbon atoms optionally containing heteroatoms selected from N, S and O and optionally substituted by halogen or hydroxy; or~~

- ~~b) — R_a and R_b together form a 5-7 member heterocyclic structure of 1-3 heteroatoms selected from N, S and O, or a substituted 5-7 member heterocyclic structure of 1-3 heteroatoms selected from N, S and O substituted by halogen, hydroxy or carbon based substituents of up to 24 carbon atoms, which optionally contain heteroatoms selected from N, S and O and are optionally substituted by halogen; or~~
- ~~e) — one of R_a or R_b is $C(O)$, a C_1-C_5 divalent alkylene group or a substituted C_1-C_5 divalent alkylene group bound to the moiety L to form a cyclic structure with at least 5 members, wherein the substituents of the substituted C_1-C_5 divalent alkylene group are selected from the group consisting of halogen, hydroxy, and carbon based substituents of up to 24 carbon atoms, which optionally contain heteroatoms selected from N, S and O and are optionally substituted by halogen;~~

where B is substituted, L is substituted or L^1 is additionally substituted, the substituents are selected from the group consisting of halogen, up to per-halo, and W_n , where n is 0-3;

wherein each W is independently selected from the group consisting of $-CN$, $-CO_2R^7$, $-C(O)NR^7R^7$, $-C(O)-R^7$, $-NO_2$, $-OR^7$, $-SR^7$, $-NR^7R^7$, $-NR^7C(O)OR^7$, $-NR^7C(O)R^7$, $-QAr$, and carbon based moieties of up to 24 carbon atoms, optionally containing heteroatoms selected from N, S and O and optionally substituted by one or more substituents independently selected from the group consisting of $-CN$, $-CO_2R^7$, $-C(O)R^7$, $-C(O)NR^7R^7$, $-OR^7$, $-SR^7$, $-NR^7R^7$, $-NO_2$, $-NR^7C(O)R^7$, $-NR^7C(O)OR^7$ and halogen up to per-halo; with each R^7 independently selected from H or a carbon based moiety of up to 24 carbon atoms, optionally containing heteroatoms selected from N, S and O and optionally substituted by halogen;

wherein Q is ~~O, S, N(R⁷), (CH₂)_m, C(O), CH(OH), (CH₂)_mO, (CH₂)_mS,~~
~~(CH₂)_mN(R⁷), O(CH₂)_mCHX^a, CX^a₂, S(CH₂)_m and N(R⁷)(CH₂)_m,~~ wherein m=1-3,
and X^a is halogen; and

~~Ar is a 5 or 6 member aromatic structure containing 0-2 members selected from the~~
~~group consisting of nitrogen, oxygen and sulfur, which is optionally substituted by halogen,~~
~~up to per halo, and optionally substituted by Z_{n1}, wherein n1 is 0 to 3 and each Z is~~
~~independently selected from the group consisting of CN, CO₂R⁷, C(O)R⁷, C(O)NR⁷R⁷,~~
~~NO₂, OR⁷, SR⁷, NR⁷R⁷, NR⁷C(O)OR⁷, NR⁷C(O)R⁷, and a carbon based moiety of up to~~
~~24 carbon atoms, optionally containing heteroatoms selected from N, S and O and optionally~~
~~substituted by one or more substituents are selected from the group consisting of CN,~~
~~CO₂R⁷, COR⁷, C(O)NR⁷R⁷, OR⁷, SR⁷, NO₂, NR⁷R⁷, NR⁷C(O)R⁷, and NR⁷C(O)OR⁷,~~
with R⁷ as defined above; and

~~wherein M is one or more bridging groups selected from the group consisting of O,~~
~~S, N(R⁷), (CH₂)_m, C(O), CH(OH), (CH₂)_mO, (CH₂)_mS, (CH₂)_mN(R⁷), O(CH₂)_m~~
~~CHX^a, CX^a₂, S(CH₂)_m and N(R⁷)(CH₂)_m,~~ wherein m=1-3, X^a is halogen.

21. (Previously Presented) A compound as in claim 20 wherein the cyclic structures of B and L bound directly to D are substituted in the ortho position by Hydrogen.

22. (Original) A compound as in claim 20 wherein substituents for B and L and additional substituents for L¹, are selected from the group consisting of C₁-C₁₀ alkyl up to per halo substituted C₁-C₁₀ alkyl, CN, OH, halogen, C₁-C₁₀ alkoxy and up to per halo substituent C₁-C₁₀ alkoxy.

23. (Canceled)

24. (Previously Presented) A compound of claim 20 wherein R_x is NR_aR_b and R_a and R_b are independently hydrogen and a carbon based moiety of up to 30 carbon atoms optionally containing heteroatoms selected from N, S and O and optionally substituted by halogen, hydroxy and carbon based substituents of up to 24 carbon atoms, which optionally contain heteroatoms selected from N, S and O and are optionally substituted by halogen.

25. (Previously Presented) A compound of claim 1 which is a pharmaceutically acceptable salt of a compound of formula I selected from the group consisting of

a) basic salts of organic acids and inorganic acids selected from the group consisting of hydrochloric acid, hydrobromic acid, sulphuric acid, phosphoric acid, methanesulfonic acid, trifluorosulfonic acid, benzenesulfonic acid, p-toluene sulfonic acid (tosylate salt), 1-napthalene sulfonic acid, 2-napthalene sulfonic acid, acetic acid, trifluoroacetic acid, malic acid, tartaric acid, citric acid, lactic acid, oxalic acid, succinic acid, fumaric acid, maleic acid, benzoic acid, salicylic acid, phenylacetic acid, and mandelic acid; and

b) acid salts of organic and inorganic bases containing cations selected from the group consisting of alkaline cations, alkaline earth cations, the ammonium cation, aliphatic substituted ammonium cations and aromatic substituted ammonium cations.

26. (Previously Presented) A compound of claim 20 which is pharmaceutically acceptable salt of a compound of formula I selected from the group consisting of

basic salts of organic acids and inorganic acids selected from the group consisting of hydrochloric acid, hydrobromic acid, sulphuric acid, phosphoric acid, methanesulfonic acid, trifluorosulfonic acid, benzenesulfonic acid, p-toluene sulfonic acid (tosylate salt), 1-napthalene sulfonic acid, 2-napthalene sulfonic acid, acetic acid, trifluoroacetic acid, malic acid, tartaric acid, citric acid, lactic acid, oxalic acid, succinic acid, fumaric acid, maleic acid, benzoic acid, salicylic acid, phenylacetic acid, and mandelic acid;~~and~~.

27. (Original) A pharmaceutical composition comprising a compound of claim 1 or a pharmaceutically acceptable salt of a compound of formula I, and a physiologically acceptable carrier.

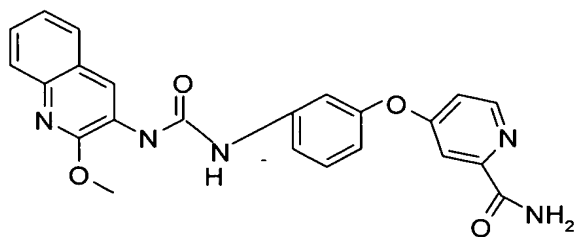
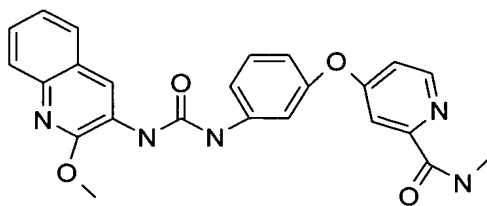
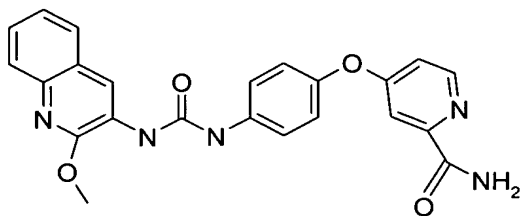
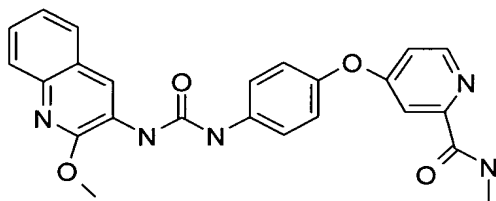
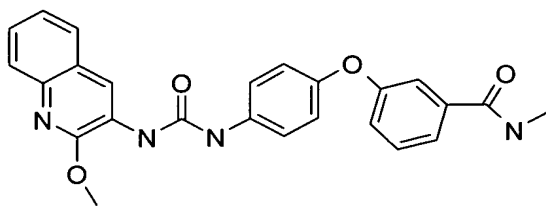
28. (Original) A pharmaceutically composition comprising a compound of claim 20 consistent with formula I or a pharmaceutically acceptable salt thereof, and a physiologically acceptable carrier.

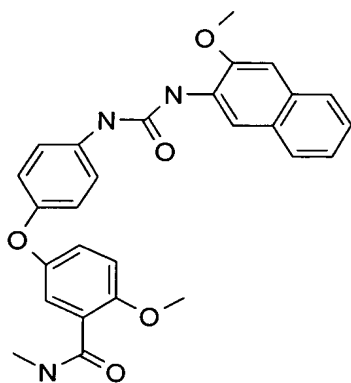
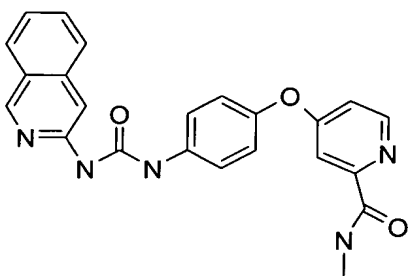
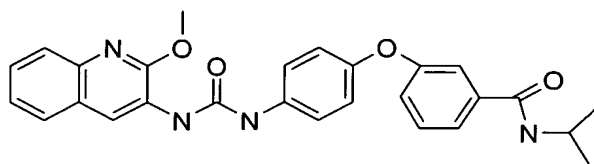
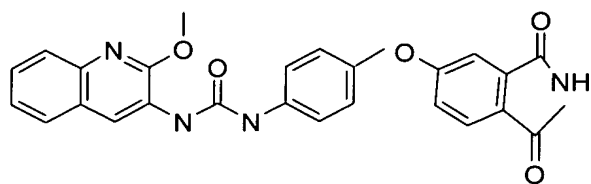
29. (Currently Amended) A method for the treatment of ~~a cancerous cell growth mediated by raf kinase~~, solid cancers comprising administering to a host in need thereof an effective amount of a compound of Formula I of claim 1.

30. (Currently Amended) A method for the treatment of ~~a cancerous cell growth mediated by raf kinase~~, carcinomas, myeloid disorders or adenomas comprising administering to a host in need thereof an effective amount of a compound of Formula I of claim 1 20.

31.-33. (Canceled)

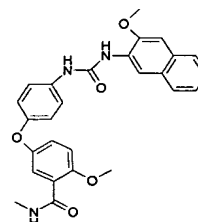
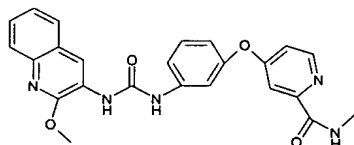
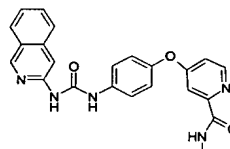
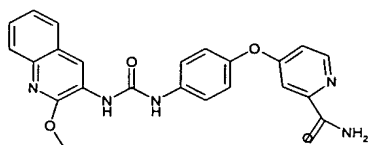
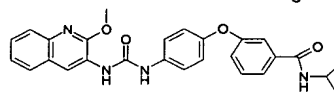
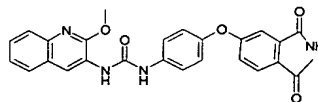
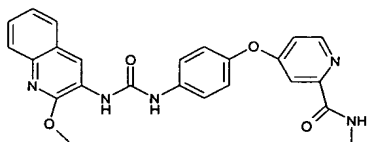
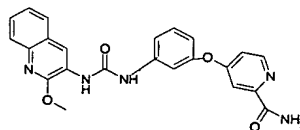
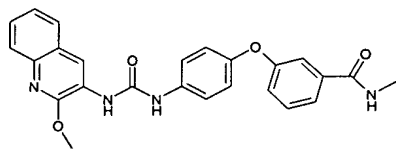
34. (Previously Presented) A compound selected from the group consisting of





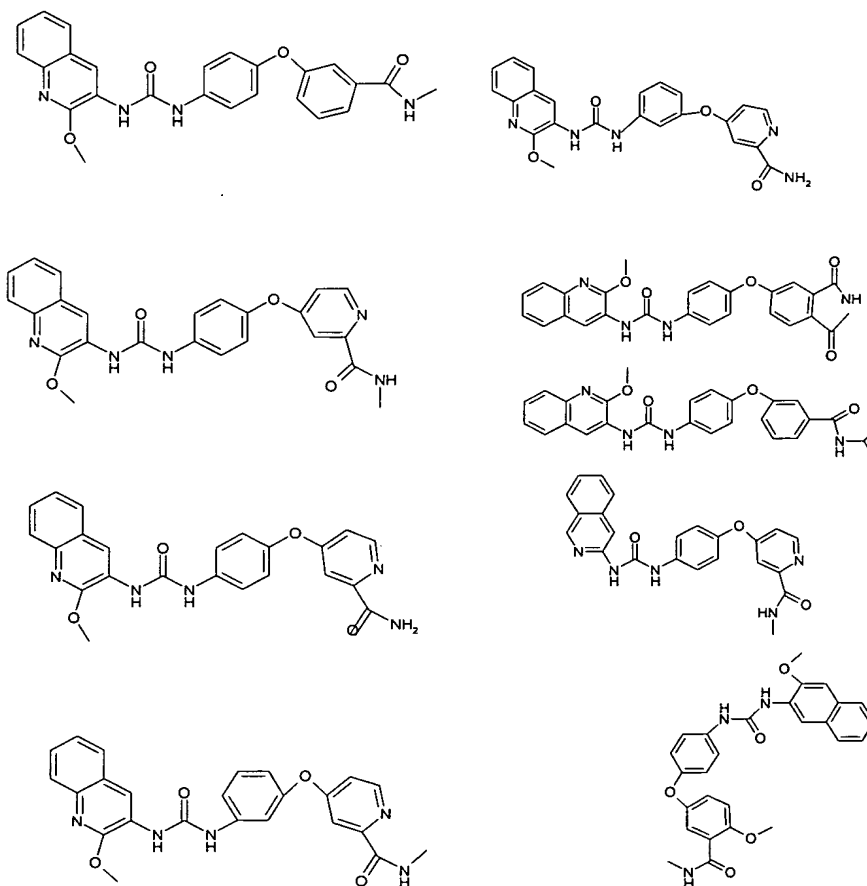
and pharmaceutically acceptable salts thereof.

35. (Previously Presented) A pharmaceutical composition comprising a compound selected from the group consisting of



and their pharmaceutically acceptable salts, and a physiologically acceptable carrier.

36. (Currently Amended) A method for the treatment of ~~a cancerous cell growth mediated by raf kinase~~, solid cancers, comprising administering to a host in need thereof an effective amount of a compound selected from the group consisting of



and pharmaceutically acceptable salts thereof.

37. (Currently Amended) A compound of Formula I:



or a pharmaceutically acceptable salt thereof, wherein

D is $-\text{NH}-\text{C}(\text{O})-\text{NH}-$,

A is of the formula: $-\text{L}-(\text{M}-\text{L}^1)_q$, where L is phenyl bound directly to D, L^1 is pyridinyl, M is oxygen and q is 1; and

B is a substituted or unsubstituted pyridyl, quinolinyl or isoquinolinyl group,

wherein L^1 is substituted by $-\text{C}(\text{O})\text{R}_x$,

R_z is hydrogen C_{1-10} alkyl, C_{1-10} alkoxy, C_{3-10} cycloalkyl having 0-3 heteroatoms selected from N, O and S, C_{2-10} alkenyl, C_{1-10} alkenoyl, C_{6-12} aryl, C_3-C_{12} hetaryl having 1-3 heteroatoms selected from S, N and O, C_{7-24} alkaryl, C_{7-24} aralkyl, substituted C_{1-10} alkyl, substituted C_{1-10} alkoxy, substituted C_6-C_{14} aryl, substituted C_3-C_{10} cycloalkyl, substituted C_{3-12} hetaryl having 1-3 heteroatoms selected from S, N and O, substituted C_{7-24} alkaryl or substituted C_{7-24} aralkyl where R_z is a substituted group, it is substituted by halogen up to per halo, hydroxy, or C_{1-10} alkyl;

R_x is R_z or NR_aR_b where R_a and R_b are

a) independently hydrogen,

C_{1-10} alkyl, C_{1-10} alkoxy, C_{3-10} cycloalkyl, C_{2-10} alkenyl, C_{1-10} alkenoyl, C_{6-12} aryl, C_{3-12} hetaryl having 1-3 heteroatoms selected from O, N and S, C_{3-12} cycloalkyl having 0-3 heteroatoms selected from N, S and O, C_{7-24} aralkyl, C_{7-24} alkaryl, substituted C_{1-10} alkyl, substituted C_{1-10} alkoxy, substituted C_{3-10} cycloalkyl, having 0-3 heteroatoms selected from N, S and O, substituted C_{6-12} aryl, substituted C_{3-12} hetaryl having 1-3 heteroatoms selected from N, S and O, substituted C_{7-24} aralkyl, substituted C_{7-24} alkaryl, where R_a and R_b are a substituted group, they are substituted by halogen up to per halo, hydroxy, C_{1-10} alkyl; or

where B is substituted, L is substituted or L^1 is additionally substituted, the substituents are selected from the group consisting of halogen, up to per-halo, and W_n , where n is 0-3;

wherein each W is independently selected from the group consisting of $-CN$, $-CO_2R^7$, $-C(O)NR^7R^7$, $-C(O)-R^7$, $-NO_2$, $-OR^7$, $-SR^7$, $-NR^7R^7$, $-NR^7C(O)OR^7$, $-NR^7C(O)R^7$, $-Q-Ar$, C_{1-10} alkyl, C_{1-10} alkoxy, C_{2-10} alkenyl, C_{1-10} alkenoyl, C_{3-10} cycloalkyl having 0-3 heteroatoms selected from O, S and N, C_6-C_{14} aryl, C_{7-24} alkaryl, C_{7-24} aralkyl, C_3-C_{12} heteroaryl having 1-3 heteroatoms selected from O, N and S, C_4-C_{23} alkheteroaryl having 1-3

heteroatoms selected from O, N and S, substituted C₁-C₁₀ alkyl, substituted C₁-C₁₀ alkoxy, substituted C₂-C₁₀ alkenyl, substituted C₁-C₁₀ alkenoyl, substituted C₃-C₁₀ cycloalkyl having 0-3 heteroatoms selected from O, N and S, substituted C₆-C₁₂ aryl, substituted C₃-C₁₂ hetaryl having 1-3 heteroatoms selected from O, N and S, substituted C₇-C₂₄ aralkyl, substituted C₇-C₂₄ alkaryl, and substituted C₄-C₂₃ alkheteroaryl having 1-3 heteroatoms selected from O, N and S, optionally substituted by one or more substituents independently selected from the group consisting of -CN, -CO₂R⁷, -C(O)R⁷, -C(O)NR⁷R⁷, -OR⁷, -SR⁷, -NR⁷R⁷, -NO₂, -NR⁷C(O)R⁷, -NR⁷C(O)OR⁷ and halogen up to per-halo; with each R⁷ independently selected from H or C₁-C₁₀ alkyl, C₁-C₁₀ alkoxy, C₂-C₁₀ alkenyl, C₁-C₁₀ alkenoyl, C₃-C₁₀ cycloalkyl having 0-3 heteroatoms selected from O, S and N, C₆-C₁₄ aryl, C₃-C₁₃ hetaryl having 1-3 heteroatoms selected from O, N and S, C₇-C₁₄ alkaryl, C₇-C₂₄ aralkyl, C₄-C₂₃ alkheteroaryl having 1-3 heteroatoms selected from O, N and S, up to per-halosubstituted C₃-C₁₃ hetaryl having 1-3 heteroatoms selected from O, N and S, up to per-halosubstituted C₁-C₁₀ alkyl, up to per-halosubstituted C₃-C₁₀ cycloalkyl having 0-3 heteroatoms selected from O, N and S, up to per-halosubstituted C₆-C₁₄ aryl, up to per-halosubstituted C₇-C₂₄ aralkyl, up to per-halosubstituted C₇-C₂₄ alkaryl, and up to per-halosubstituted C₄-C₂₃ alkheteroaryl;

~~wherein Q is a single bond O, S, N(R⁷), (CH₂)_m, C(O), CH(OH), (CH₂)_mO, (CH₂)_mS, (CH₂)_mN(R⁷), O(CH₂)_mCHX^a, CX^a₂, S(CH₂)_m and N(R⁷)(CH₂)_m, wherein m=1-3, and X^a is halogen; and~~

~~Ar is a 5 or 6 member aromatic structure containing 0-2 members selected from the group consisting of nitrogen, oxygen and sulfur, which is optionally substituted by halogen, up to per halo, and optionally substituted by Z_{n1}, wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of CN, CO₂R⁷, C(O)R⁷, C(O)NR⁷R⁷, NO₂, OR⁷, SR⁷, NR⁷R⁷, NR⁷C(O)OR⁷, NR⁷C(O)R⁷, and C₁-C₁₀ alkyl, C₁-C₁₀ alkoxy, C₂-~~

~~C₁₀-alkenyl, C₁-C₁₀-alkenoyl, C₃-C₁₀-cycloalkyl having 0-3 heteroatoms selected from O, N and S, C₆-C₁₄-aryl, C₃-C₁₃-hetaryl having 1-3 heteroatoms selected from O, N and S, C₇-C₂₄ alkaryl, C₇-C₂₄-aralkyl, C₄-C₂₃-alkheteroaryl having 1-3 heteroatoms selected from O, N and S, substituted C₁-C₁₀-alkyl, substituted C₁-C₁₀-alkoxy, substituted C₂-C₁₀-alkenyl, substituted C₁-C₁₀-alkenoyl, substituted C₃-C₁₀-cycloalkyl having 0-3 heteroatoms selected from O, N and S, substituted C₆-C₁₂-aryl, substituted C₇-C₂₄-alkaryl, substituted C₇-C₂₄-aralkyl and substituted C₄-C₂₃-alkheteroaryl having 1-3 heteroatoms selected from O, N and S optionally substituted by one or more substituents selected from the group consisting of -CN, -CO₂R⁷, -COR⁷, -C(O)NR⁷R⁷, -OR⁷, -SR⁷, -NO₂, -NR⁷R⁷, -NR⁷C(O)R⁷, and -NR⁷C(O)OR⁷, with R⁷ is defined above.~~

38. (Canceled)

39. (Previously Presented) A compound as in claim 37 wherein the cyclic structures of B and L bound directly to D are substituted in the ortho position by Hydrogen.

40. (Previously Presented) A compound of claim 37 wherein B of Formula I is a substituted pyridyl, substituted quinoliny or isoquinoliny group substituted 1 to 3 times by 1 or more substituents selected from the group consisting of -CN, halogen, C₁-C₁₀ alkyl, C₁-C₁₀ alkoxy, -OH, up to per halo substituted C₁-C₁₀ alkyl, up to per halo substituted C₁-C₁₀ alkoxy or phenyl substituted by halogen up to per halo.

41. (Canceled)

42. (Previously Presented) A compound of claim 37 wherein L^1 is additionally substituted 1 to 3 times by one or more substituents selected from the group consisting of C_1 - C_{10} alkyl, up to per halo substituted C_1 - C_{10} alkyl, -CN, -OH, halogen, C_1 - C_{10} alkoxy and up to per halo substituted C_1 - C_{10} alkoxy.

43.-44. (Canceled)

45. (Previously Presented) A compound as in claim 37 wherein substituents for B and L and additional substituents for L^1 , are selected from the group consisting of C_1 - C_{10} alkyl up to per halo substituted C_1 - C_{10} alkyl, CN, OH, halogen, C_1 - C_{10} alkoxy and up to per halo substituent C_1 - C_{10} alkoxy.

46. (Previously Presented) A compound of claim 37 which is a pharmaceutically acceptable salt of a compound of formula I selected from the group consisting of

- a) basic salts of organic acids and inorganic acids selected from the group consisting of hydrochloric acid, hydrobromic acid, sulfuric acid, phosphoric acid, methanesulfonic acid, trifluorosulfonic acid, benzenesulfonic acid, p-toluene sulfonic acid (tosylate salt), 1-napthalene sulfonic acid, 2-napthalene sulfonic acid, acetic acid, trifluoroacetic acid, malic acid, tartaric acid, citric acid, lactic acid, oxalic acid, succinic acid, fumaric acid, maleic acid, benzoic acid, salicylic acid, phenylacetic acid, and mandelic acid; and
- b) acid salts of organic and inorganic bases containing cations selected from the group consisting of alkaline cations, alkaline earth cations, the

ammonium cation, aliphatic substituted ammonium cations and aromatic substituted ammonium cations.

47. (Previously Presented) A pharmaceutical composition comprising a compound of claim 37 or a pharmaceutically acceptable salt of a compound of formula I, and a physiologically acceptable carrier.

48. (Currently Amended) A method for the treatment of ~~a cancerous cell growth mediated by raf kinase~~ solid cancers, comprising administering to a host in need thereof an effective amount of a compound of Formula I of claim 37.

49. (Previously Presented) A compound as in claim 37 wherein R_x is NR_aR_b and R_a and R_b are independently selected from hydrogen and $C_1 - C_{10}$ alkyl.